DOCUMENT RESUME

ED 194 029 HE 013 250

TITLE	Recommendations for Improving Trustee Selection in Public Colleges and Universities. A Report from the National Commission on College and University Trustee Selection.
INSTITUTION	Association of Governing Boards of Universities and Colleges, Washington, D.C.
PUB DATE	80
NOTE	56p.
AVAILABLE FROM	Association of Governing Boards of Colleges and Universities, Suite 720, One Dupont Circle, Washington, DC 20036
EDRS PRICE	MF01/PC03 Plus Postage.
DESCRIPTORS	Administrator Guides; *Board Candidates; Codes of Ethics; College Faculty; Committees; Elections; Employment Practices; *Governing Boards; Higher Education; Legislators; *Selection; *State Colleges; *State Universities; Statewide Planning; Student Participation; Teacher Participation; *Trustees
IDENTIFIERS	Conflict of Interest

ABSTRACT

Recommendations are presented on how to improve trustee selection in public colleges and universities. It is assumed that the health of public institutions depends on the competence of their trustees, that there has been an erosion in the autonomy of public governing boards, and that lack of diversity in board membership limits its perspectives. Types and scopes of existing public governing boards are reviewed, and 18 specific recommendations follow. They include that: trustees be appointed by the governor or other established authority, from a list of nominees screened by a special committee; a nominating committee for each institution with carefully delineated responsibilities be appointed by the governor, taking into account the diversity of the school's audience; search for nominees be continuous; qualified candidates be carefully screened; three nominations be made for each opening; the state senate confirm trustee appointments and give substantive review; new trustees be provided with a systematic, thorough orientation program; elected officials be ex officio members only; political party affiliation not be a criterion for appointment; no residence requirement be imposed; boards have at least nine voting members with staggered terms; terms be limited to six years, and service limited to 12 consecutive years; students and faculty not be voting members of their own institutions' boards; boards adopt a code of conduct for members, specifically dealing with potential conflicts of interest; where trustees are publicly elected, nominating committees judge the candidates' qualifications; and trustee election coincide with other local or general elections. Appended are a list of references, an illustrative trustee code of conduct, a conflict of interest questionnaire, a sample board profile, guidelines for policies affecting potential conflicts of interest, and notes on project origins and methods. (MSE)

RECOMMENDATIONS FOR IMPROVING
TRUSTEE SELECTION
IN PUBLIC COLLEGES & UNIVERSITIES

ED194029

"PERMISSION TO REPRODUCE THIS MATERIAL HAS BEEN GRANTED BY

AGB

TO THE EDUCATIONAL RESOURCES INFORMATION CENTER (ERIC)."

U.S. DEPARTMENT OF HEALTH, EDUCATION & WELFARE
NATIONAL INSTITUTE OF EDUCATION

THIS DOCUMENT HAS BEEN REPRODUCED EXACTLY AS RECEIVED FROM THE PERSON OR ORGANIZATION ORIGINATING IT. POINTS OF VIEW OR OPINIONS STATED DO NOT NECESSARILY REPRESENT OFFICIAL NATIONAL INSTITUTE OF EDUCATION POSITION OR POLICY

HE013250

RECOMMENDATIONS FOR IMPROVING

TRUSTEE SELECTION

IN PUBLIC COLLEGES & UNIVERSITIES

A REPORT FROM THE NATIONAL COMMISSION ON COLLEGE AND UNIVERSITY TRUSTEE SELECTION

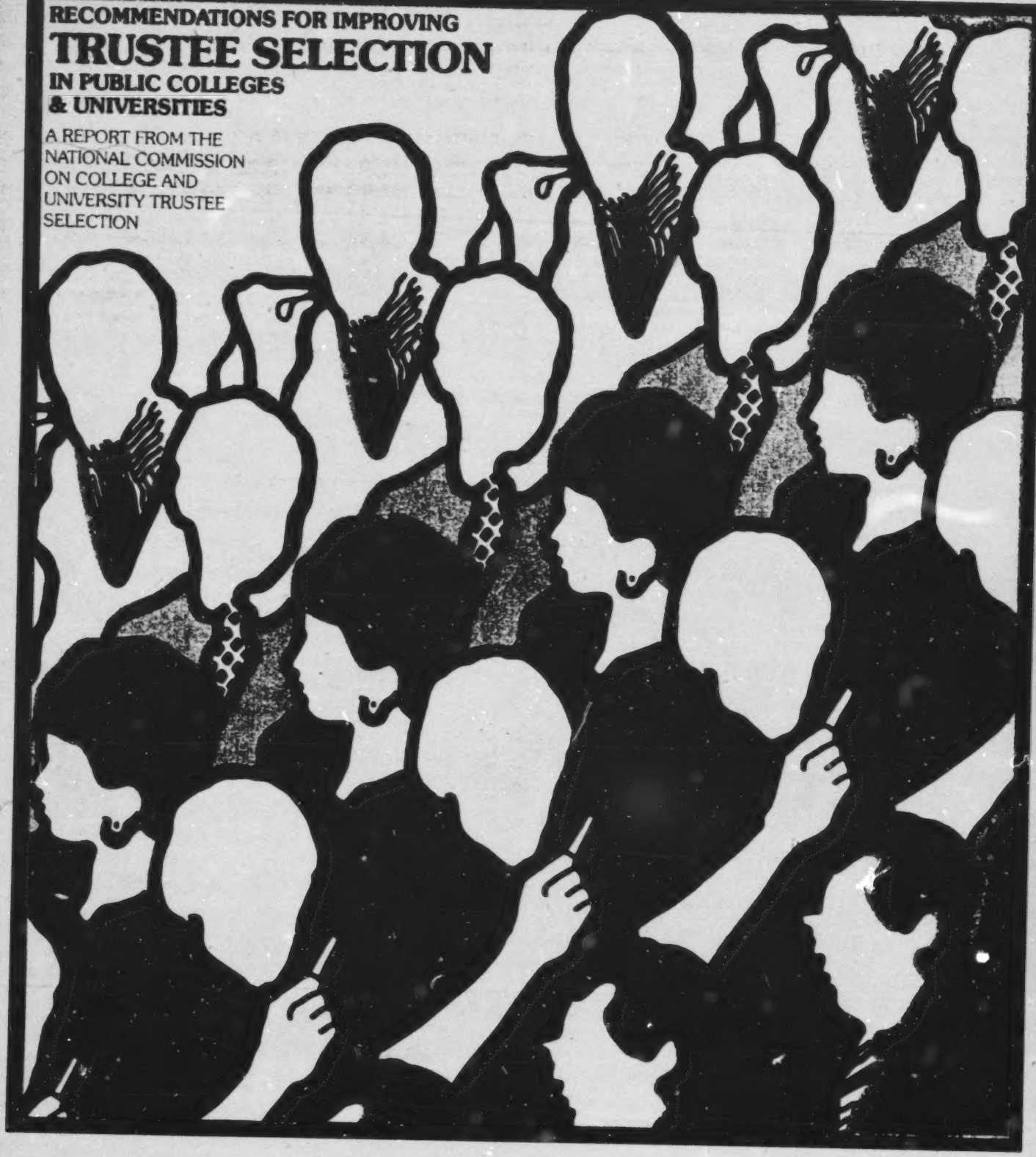


Table of Contents

Association of Governing Boards of Universities and Colleges
One Dupont Circle, Suite 720
Washington, D.C. 20036
Copyright © 1980 by the Association of Governing Boards of Universities and Colleges, One Dupont Circle, Washington, D.C. 20036 All rights reserved. Printed in the United States of America.

FOREWORD 5

PREFACE 6

INTRODUCTION 14

BOARDS OF TRUSTEES: AN OVERVIEW 15

RECOMMENDATION 1:
Trustees of public governing boards should be appointed by the governor or other established authority from a list of nominees who have been carefully screened by a special committee 18

RECOMMENDATION 2:
A nominating committee for each institution should be appointed by the governor. It should consist of at least five people and its composition should take into account the diversity of the state, region, or local community the institution primarily serves 20

RECOMMENDATION 3:
The nominating committee should have carefully delineated responsibilities. Among these should be 21

RECOMMENDATION 4:
The search for qualified candidates should be continuous. It should include four steps: 22

RECOMMENDATION 5:
Qualified candidates should be carefully screened. The screening of candidates should involve at least five steps: 23

RECOMMENDATION 6:
The committee should make at least three nominations for each vacancy from which the governor, or other appointing official, must make the appointment 24

RECOMMENDATION 7:
The state senate should have the opportunity to confirm trustee appointments and should use this opportunity for substantive, nonpartisan review 25

RECOMMENDATION 8:
New trustees should be provided with a systematic and thorough orientation program 26

RECOMMENDATION 9:
When elected public officials are members of governing boards, they should be *ex officio* and without voting privileges. Although the Commission is convinced of the potential usefulness and appropriateness of having the views of public officials when boards deliberate, no board should have more than two such officials 27

RECOMMENDATION 10:
Political party affiliation should not be a criterion for appointment 28

RECOMMENDATION 11:
There should be no residence requirements which prevent qualified people from serving on governing boards 29

RECOMMENDATION 12:
Governing boards should have at least nine voting members whose terms should be appropriately staggered 30

RECOMMENDATION 13:
Trustees should be appointed for terms of not more than six years and should not serve for more than twelve consecutive years 31

RECOMMENDATION 14:
Students should not be voting members of the governing boards of the institutions in which they are enrolled 32

RECOMMENDATION 15:
Faculty members should not be voting members of the governing boards of institutions by which they are employed 33

RECOMMENDATION 16:
Governing boards should adopt a code of conduct for trustees which specifies board duties and responsibilities and establishes procedures for dealing with potential conflicts of interest 34

RECOMMENDATION 17:
In states where trustees are elected by the public, nominating committees, as specified in Recommendations 2 through 5, should be appointed to assure that all candidates on the ballot are highly qualified 36

RECOMMENDATION 18:
Trustee elections should be timed to coincide with other local or general elections 39

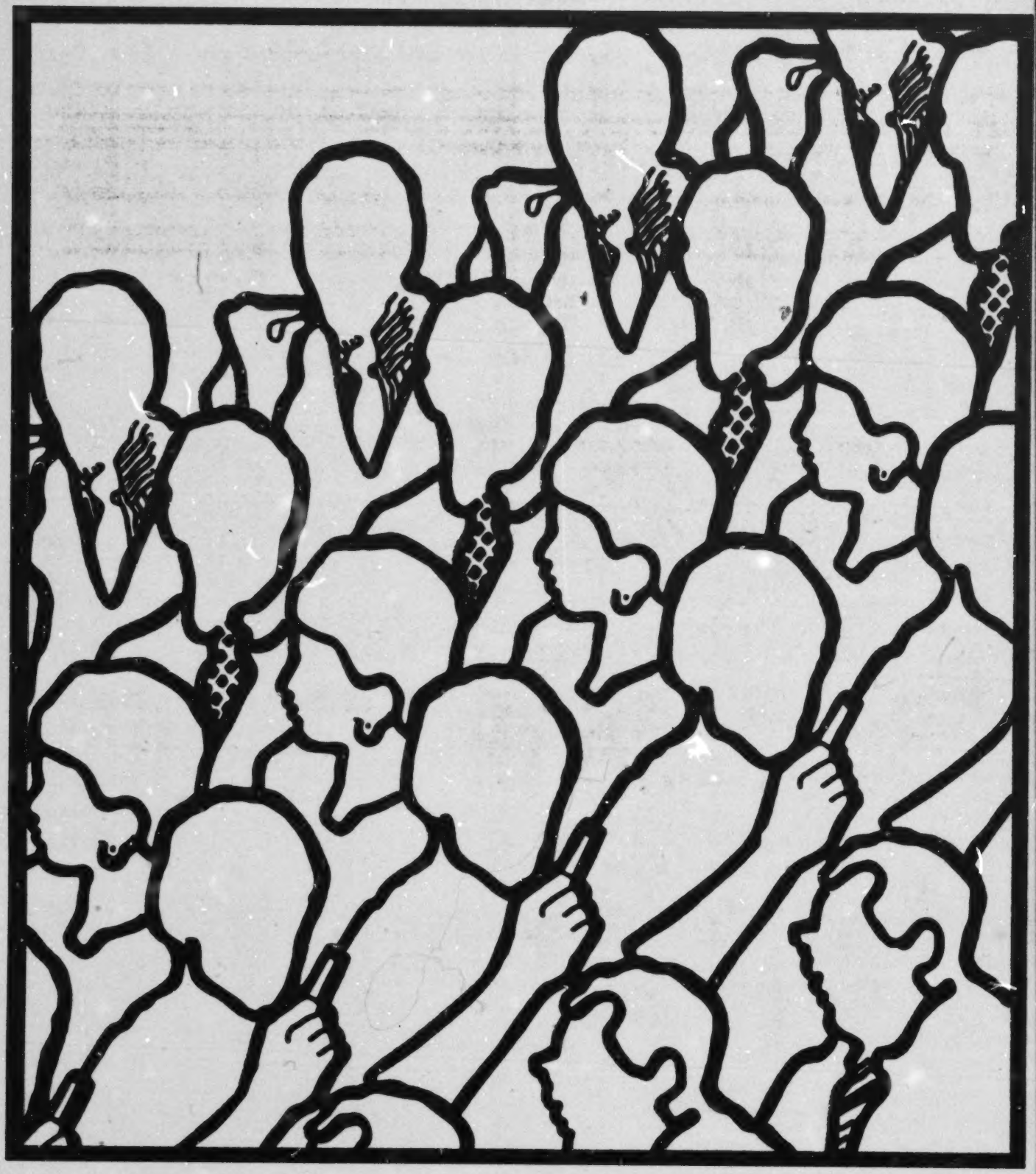
REFERENCES 40

APPENDIX A
Illustrative Trustee Code of Conduct 42

APPENDIX B
Sample Board Profile 44

APPENDIX C
Guidelines for Policies Affecting Potential Conflicts of Interest 46

APPENDIX D
Project Origins and Methods 51



Foreword

Colleges and universities are engaged in the frustrating task of trying to maintain quality in a time of limited resources and inflation. Sound governance is needed now more than ever at our more than 3,000 postsecondary education institutions, and this cannot be achieved without the help of the individuals who make up our boards of trustees and regents.

I recall how difficult it was during my tenure as governor of North Carolina to be familiar with the qualifications of each board member I was responsible for appointing. I would have welcomed suggestions from non-partisan groups familiar with the needs of higher education in the state. The National Commission on College and University Trustee Selection was established to help governors, legislatures, and governing boards do a more conscientious job of identifying and encouraging the most able men and women to serve.

I had the pleasure of chairing this twelve-person commission. We were fortunate to have the commitment, the range of perspective, and the collective wisdom of this impressive group of trustees, legislators, presidents and private citizens. The fact that we did not always agree with each other made our work even more interesting and valuable. We shared a common purpose, however, in our mutual desire to promote selection procedures that would safeguard and advance the effectiveness of a precious national resource—college and university trusteeship.

To the commissioners, the Carnegie Corporation, the project staff, and the Association of Governing Boards go my thanks for their role in this important project. And to those who hold public office and to those who serve the independent sector of higher education, I urge the most serious attention to the recommendations.

Robert W. Scott
Commission Chairman

Preface

Can trustee selection be improved? This question has been asked with greater urgency by the Association of Governing Boards of Universities and Colleges (AGB) in recent years as its members have expressed their concern. Three quarters of the governing board chairpersons who responded to a 1973 survey on trustee selection and other issues agreed that, "There is an urgent need for a set of guidelines to assist state authorities in identifying and placing the most able people on boards." Few factors are more important to maintaining vigorous boards and a healthy system of higher education in the nation than the quality and performance of those asked to serve as trustees and regents.

Trustee selection procedures in the public sector have long been criticized for their occasional vulnerabilities to state or local political forces. The absence of systematic procedures for selection and of opportunities to identify candidates for trusteeship to the governor or other appointing authority by the public has caused many talented men and women to be overlooked as potential board members. Even those board members who are held accountable to a group of voters from the community at large may not have been elected on the basis of carefully considered qualifications.

AGB has chosen to sponsor an independent National Commission on College and University Trustee Selection in the belief that more thoughtful procedures will enhance the system of lay governance on which our higher education system depends. We are grateful to the Carnegie Corporation of New York for recognizing the importance of these goals and particularly to Alden Dunham, its program officer, for supporting this national study aimed at improving the selection processes for the more than 38,000 volunteer trustees of higher education. In addition to this report, a separate set of recommendations for the independent sector is available from the Association.

The names of a number of individuals who made these recommendations possible are listed on the next few pages, beginning with the National Commission on College and University Trustee Selection which served as the guiding force for this project. The collective experience and wisdom of these dedicated trustees, legislators, presidents and private citizens under the able chairmanship of Governor Robert Scott is yet another example of the tradition of volunteerism that distinguishes this nation.

Kenneth Mortimer, director of the Center for the Study of Higher Education at The Pennsylvania State University, served as director of this study. The high standards which Dr. Mortimer has exhibited in all of the work he has done for higher education were evident in the quality of his research methodology and his direction for this project. Patricia Kohn (who succeeded Helen Warren as Associate Project Director) deserves our thanks for her significant contribution as does Nancy Axelrod, AGB's Director of Special Projects, who assisted with this study.

John Nason contributed his experience and his valued judgment to this project as a special consultant, as did S. V. Martorana.

We also include the names of the members of two advisory task forces representing organizations in the public and private sector who were extremely helpful to the Commission in clarifying issues and in reviewing recommendations. We hope that their important role in this effort has resulted in guidelines which will be helpful to their respective constituencies and advanced as principles worth considering.

Robert L. Gale
President, AGB

Members of the National Commission on College and University Trustee Selection

ROBERT W. SCOTT

Commission Chairman

Former Governor, North Carolina

Robert W. Scott served as chairman of the National Commission on College and University Trustee Selection. He is a former governor of North Carolina and served most recently as federal co-chairman of the Appalachian Regional Commission.

VERNON R. ALDEN

Chairman

Massachusetts Business Development Council

Vernon R. Alden is chairman of Business Development Council of the Commonwealth of Massachusetts. Dr. Alden served as president of Ohio University, and holds several trusteeships including those of the Board of Fellows of Brown University and the visiting committee of Harvard University's Graduate School of Education.

PHYLLIS K. ERICKSON

State Representative

Washington State House of Representatives

Phyllis K. Erickson is the state representative for the second legislative district in the Washington State House of Representatives. She has been active on the Washington House Higher Education Committee, the Education Commission of the States, and is a member of a community college board.

CLARK KERR

Former Chairman
Carnegie Council on Policy Studies in Higher Education

Clark Kerr is the former chairman of the Carnegie Council on Policy Studies in Higher Education. Dr. Kerr was president of the University of California and is currently a trustee of Swarthmore College and the Rockefeller Foundation.

RICHARD W. LYMAN

Former President
Stanford University

Richard W. Lyman served as president of Stanford University from 1970-1980. He assumed the presidency of the Rockefeller Foundation in August, 1980.

LUCILLE MAURER

Member
Maryland House of Delegates

Lucille Maurer is a delegate from the nineteenth legislative district (Montgomery County, MD) in the Maryland House of Delegates. She has been active in several governor's commissions and served as a trustee of Montgomery Community College.

DONALD H. McGANNON

Chairman and President
Westinghouse Broadcasting Company

Donald H. McGannon is chairman of the board and chief executive officer of the Westinghouse Broadcasting Company. He is a trustee and advisor to seven institutions of higher learning and serves with several governmental agencies and groups.

ROBERT D. RAY

Governor, Iowa

Robert D. Ray has served as governor of Iowa since 1968. Governor Ray has been chairman of the National Governors' Conference and president of the Council of State Governments.

GLENN E. WATTS

President
Communications Workers of America

Glenn E. Watts is president of the Communications Workers of America and a member of the executive council of the AFL-CIO. He is a trustee of the Ford Foundation and treasurer of the National Urban Coalition.

NILS Y. WESSELL
Former President
Alfred P. Sloan Foundation
Nils Y. Wessell is the former president of the Alfred P. Sloan Foundation. He is a trustee at the University of Miami and has served as a trustee at the University of Maine and a member of the New York City Board of Higher Education.

CLIFTON R. WHARTON, JR.
Chancellor
State University of New York
Clifton R. Wharton, Jr. is chancellor of the State University of New York (SUNY). Formerly, Dr. Wharton was president of Michigan State University and a foundation official working with developing nations in Asia and Latin America.

WILLARD WIRTZ
Partner
Wirtz & Lapointe
Willard Wirtz is a partner in the Washington, D.C. law firm of Wirtz and Lapointe. He served as Secretary of Labor in the cabinets of Presidents Kennedy and Johnson and as a trustee of Amherst College.

EX-OFFICIO:

ROBERT L. GALE
President, AGB

RICHARD T. INGRAM
Vice President, AGB

Members of the Advisory Task Force for the Public Sector

MARJORIE BELL CHAMBERS
Former President
American Association of University Women

ROBERT L. CLODIUS
President
National Association of State Universities and Land-Grant Colleges

DAVID COHEN
President
Common Cause

STEPHEN B. FARBER
Executive Director
National Governors' Conference

ROBERT deVOURSNEY
Director, Department of Research
Council of State Governments

WARREN G. HILL
Executive Director
Education Commission of the States

FRANK JACKALONE
National Chairperson
U.S. Student Association

JAMES R. JORDAN
Program Advisor
American Council on Education

SAMUEL L. MYERS
Executive Director
National Association for Equal Opportunity in Higher Education

MICHAEL OLIVAS
Director of Research
League of United Latin American Citizens
National Educational Service Centers, Inc.

ALLAN W. OSTAR
President
American Association of State Colleges and Universities

J. W. PELTASON
President
American Council on Education

ROGER YARRINGTON
Vice President
American Association of Community and Junior Colleges

Members of the Advisory Task Force for the Private Sector

THOMAS A. BARTLETT
President
Association of American Universities

MARK H. CURTIS
President
Association of American Colleges

JAMES L. FISHER
President
Council for the Advancement and Support of Education

MARTHA FRIEDMAN
General President
American Association of University Professors

W. TODD FURNISS
Director, Office of Academic Affairs
American Council on Education

JOHN F. MURPHY
Executive Director
Association of Catholic Colleges and Universities

ROBERT RUE PARSONAGE
Executive, Education in the Society
National Council of Churches

J. W. PELTASON
President
American Council on Education

JOHN D. PHILLIPS
President
National Association of Independent Colleges and Universities

GARY H. QUEHL
President
Council for the Advancement of Small Colleges

Introduction

The purpose of this report by The National Commission on College and University Trustee Selection is to offer recommendations on how to improve the selection of trustees in public colleges and universities.* (A separate report covers private colleges and universities.) The lay governing board is a central feature of American postsecondary education and is a key factor in shaping institutional purpose and preserving institutional integrity.** The Commission believes that "governing boards of higher education, if they are prepared to rise to the opportunities, have a more important role in the years ahead than at any time in this century" (Nason, 1974, p. 1).

In the course of its deliberations the Commission has developed seven basic assumptions about the selection of trustees for public governing boards.

1. The future of the lay governing board as a viable alternative to direct state or federal control of colleges and universities will depend in large measure on the *competence* of those who are chosen to serve as trustees and regents.

2. There has been a general and pervasive erosion in the autonomy of public governing boards and their presidents to manage internal affairs as a result of governmental regulatory initiatives. Such erosion threatens the independent authority for educational decisions which has been the strength of American higher education since its inception. Colleges and universities cannot fulfill their responsibilities to society if they are looked upon and treated as another public utility. Accordingly, it is even more crucial to select able women and men to serve on boards who can be effective in communicating the purposes of academic institutions and their need for a degree of autonomy from both the changing winds of partisan politics and demands by faculty and students for greater control of institutional affairs.

3. One manifestation of improper governmental intrusion is what seems to be the priority given to political rather than qualitative criteria in trustee selection processes.

4. The lack of diversity and balance in age, sex, minority status, geographic coverage, and professional expertise in board membership limits board perspective and seriously damages the board's legitimacy and credibility. At the same time, upon assuming their positions trustees must function in the interest of the whole institution rather than of any of its separate constituencies.

5. Current board members, college presidents, public citizens, and others concerned about the academic community can and should serve as consultants to the appointing authority when board vacancies arise.

6. Governors, state legislators, and other public officials will welcome guidelines to strengthen trustee selection processes—guidelines which can be adapted to the particular circumstances of their states or systems of public higher education.

7. More open and systematic procedures for trustee selection will improve the probability that only highly qualified persons with a demonstrated commitment to higher education will be chosen to serve on public governing boards.

These seven assumptions were influenced by a thorough understanding of and appreciation for the fundamental diversity of American public postsecondary institutions. This diversity, which extends to structure, purpose, trustee selection method, and institutional tradition, was fully recognized throughout the Commission's deliberations.

*See Appendix D for a discussion of the Commission's origins, purpose, and the process of its deliberations.

**For the purpose of this report governing boards are defined as those bodies in public postsecondary education that have at least two major responsibilities—the selection and evaluation of the president, and ultimate responsibility for the fiscal affairs of the institution. The Commission recognizes that there are various terms which apply to such boards and their members, the most common being trustee or regent, and takes no position on terminology. In addition, the Commission recognizes there are several titles such as board of trustees, board of visitors, governing board, institutional council, board of directors, which are meant to apply to the variety of boards that oversee the governance of American public higher education. While the Commission concentrated on governing boards, much of the Commission's work also applies to a variety of advisory, nongoverning, and statewide coordinating boards.

Boards of Trustees: An Overview

*In several states there are multiple selection methods. For example, in Massachusetts trustees governing community colleges are appointed; trustees governing vocational-technical schools are elected

Structure and Purpose

There are approximately 7,000 trustees serving on 770 public boards (Gomberg and Atelsek, 1977) which govern some 1,488 colleges and universities and 9.1 million students (National Center for Education Statistics, 1979a and 1979b). The remarkable diversity of structure and purpose of these boards and the institutions they govern is reflected in the following data:

- 632 boards govern single campus and 138 boards govern multi-campus institutions (Gomberg and Atelsek, 1977, p. 9).
- 19 states have statewide governing boards. In eight of these the board has authority only over public four-year institutions (Millard, 1976, p. 18).
- 909 public two-year colleges have primarily a local orientation and concentrate on teaching and service missions (Carnegie Council, 1976).
- Approximately 360 "comprehensive" colleges and universities are primarily local and/or state-oriented and tend to concentrate on their teaching and service missions (Carnegie Council, 1976).
- Approximately 120 public universities are state, regional, national, and international in their orientations and have a full range of teaching, service and research missions (Carnegie Council, 1976).

Selection Methods and Traditions

There are three basic methods of trustee selection: appointment, election or by virtue of position. Trustees may be appointed by a governor, the legislature, a local municipal official or the board itself. They may be elected by the citizens of a state or local district, by the legislature or by some group such as alumni, or agricultural or industrial associations. Some state statutes specify certain public officials as trustees by virtue of the office *(ex officio)* occasionally with voting privileges. An individual governing board may have trustees selected by all three of these methods. For purposes of clarification, however, we will discuss each selection method separately.

Appointment. Gubernatorial appointment with senate or legislative confirmation is by far the most common trustee selection method for publicly supported colleges and universities. An estimated 70 to 75 percent of trustees in public four-year colleges and universities are appointed by public officials, most often the governor with the consent of at least one house of the legislature (Hartnett, 1969, p. 68). In 30 states the governor appoints the trustees to state boards governing public two-year colleges, and in 14 states local community college trustees are appointed by either the governor or a local governing body.

A few public boards employ the method of self-perpetuation prevalent in the private sector. The University of Alabama, the University of Delaware, and the University of Vermont are examples.

In a few states the legislature has the responsibility for appointing one or two trustees. In Pennsylvania, the speaker of the house and the president pro tem of the Senate each appoint some trustees to the board of the University of Pittsburgh.

Election. Public elections occur most frequently in the public two-year college sector. In 20 states, trustees of these institutions are elected by the public in local elections.* In Colorado, Illinois, Michigan, Nebraska and Nevada trustees for the universities are chosen by the electorate in state or district-wide elections.

In Minnesota, New York (regents only), North Carolina and South Carolina, the majority of university trustees are elected by the legislature.

Finally, a small number (less than three percent) of the trustees in public institutions are elected by alumni or other special groups.

By Virtue Of Position (Ex-Officio). The most common official designated as a member of public governing boards is the governor. However, there are over a dozen states and many more institutions that have particular clauses in their legislation or in institutional charters that require a public official other than the governor on boards of trustees. In Rhode Island, two legislators are on the board of regents, and in Wisconsin the president of the board of vocational, technical, and adult education is on the board of regents. Other *ex officio* members of state university boards include the commissioner of public health (University of Massachusetts), the commissioner of cultural services (University of Maine), and the master of the state Grange (University of Delaware), usually with full voting privileges.

The Role of Tradition

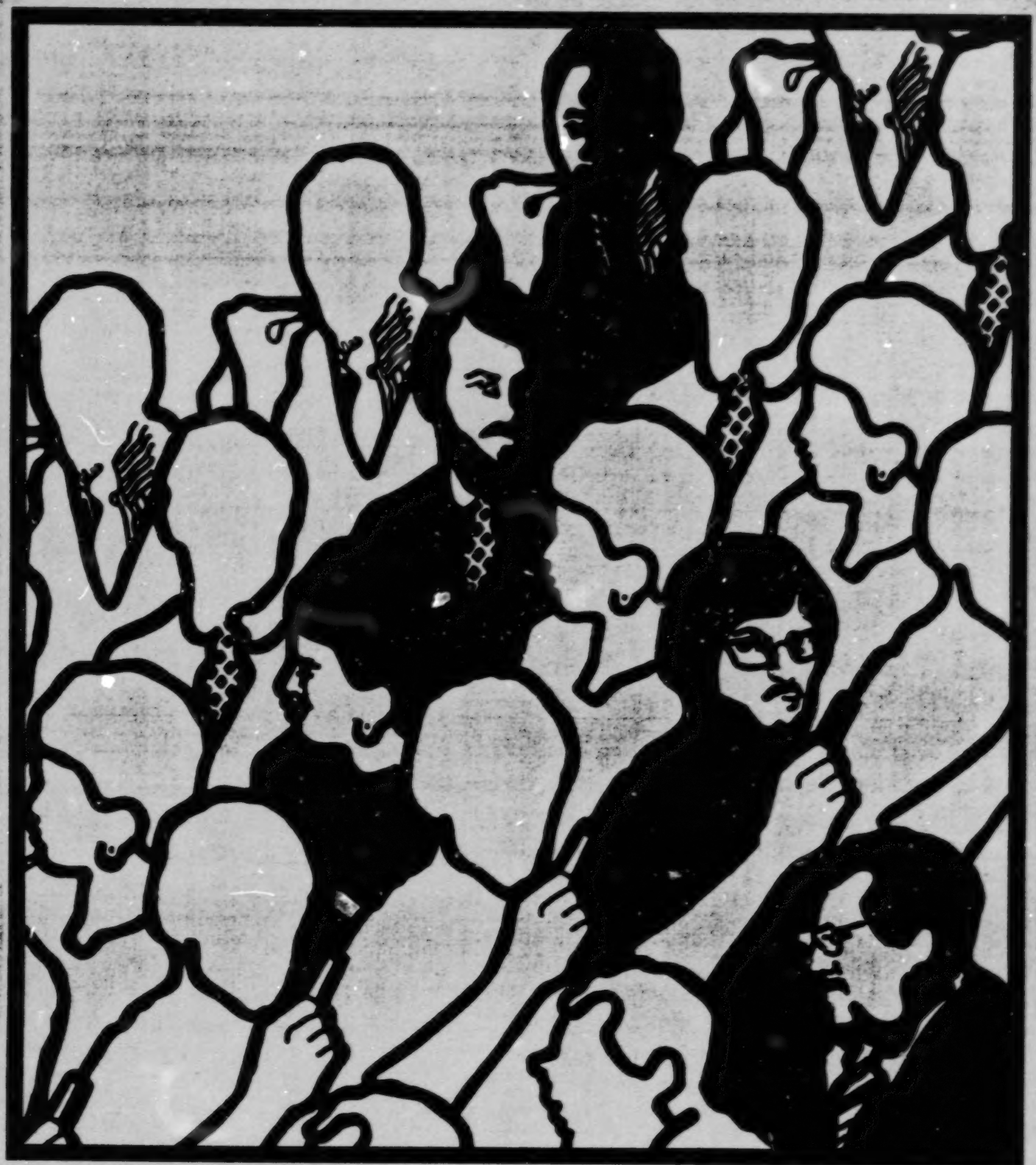
The two major selection methods—appointment and election—often derive from the political traditions of a state or community. In a few cases, extensive informal screening of candidates precedes the appointment. Often, however, the appointment of trustees is part of the political patronage process. Where trustees are elected, political parties sometime carefully screen their trustee nominees, but open primaries and contested elections prevail.

In light of the great diversity of existing methods of selection of public college and university trustees, there is an evident need for general principles and procedures that can be widely applied. The 18 recommendations that follow were designed by the Commission to serve as *guidelines to good practice* with sensitivity to diverse traditions, and with the overall aim of assuring:

- trustees of high ability and commitment
- board autonomy to determine institutional policies
- the balance and diversity necessary to reflect societal concerns
- the legitimacy to make their decisions effective.

The Commission recognizes there is no single way to go about the selection of trustees. Governors and other appointing authorities, legislators, and trustees are urged to analyze critically the recommendations to determine their application to the institution's current needs and traditions.

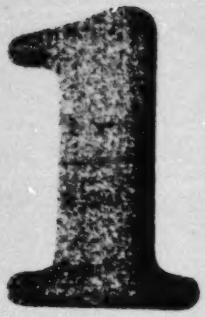
Throughout the text the reader will find quotations from individuals interviewed in the course of the Commission's work. They are included in order to highlight current trustee selection policies and procedures.



18

Recommendation

TRUSTEES OF PUBLIC GOVERNING BOARDS SHOULD BE APPOINTED BY THE GOVERNOR OR OTHER ESTABLISHED AUTHORITY* FROM A LIST OF NOMINEES WHO HAVE BEEN CAREFULLY SCREENED BY A SPECIAL COMMITTEE.



While aware that the authority of governors and other executives varies considerably, the Commission believes public officials should have the authority to exercise general direction over policies for which the public holds them generally accountable. This principle is reflected in the large number of public boards and commissions executives are called upon to appoint. (One governor reported that he appoints 200 boards with a total membership of approximately 1700 individuals.) The Commission believes that the appointment tradition should be maintained and extended in choosing trustees, but that it should be supplemented by a careful search and screen process to reduce the possibility of improper political interference.

The Commission favors appointment from a list of nominees from a special committee because it allows the public to hold the appointing authority accountable for the quality of trustees and boards while it provides a check against the possibility of improper political intrusion into trustee selection. The following examples illustrate clear cases of improper political interference in trustee selection:

- A special commission reported that in two of nine cases, community college trustee selection was unduly influenced by partisan political considerations.
- The newly elected governor of one state asked all trustees to resign so that he could appoint his own board. (The board refused and eventually caused the governor to withdraw his "invitation.")
- The governor of one state removed a trustee from the board in order to change the board's vote on faculty collective bargaining.
- The legislative leadership in one state refused to meet and confirm minority party trustees who were duly chosen in district caucuses.

A second advantage of trustee appointment is that it provides an opportunity for more careful search for and screening of candidates than is possible under most electoral systems. This screening process includes not only a review of the individual candidates but a systematic review of the balance and diversity of the board in question (see Recommendations 3, 4, and 5).

The Commission also believes that appointment, as opposed to election, will reduce some of the barriers to becoming a trustee thus increasing the number of highly qualified persons willing or likely to serve. In some cases public elections require candidates to raise campaign funds, spend significant time away from their place of employment, solicit endorsement from individuals and groups, and conduct political campaigns. Perhaps the most important disadvantage of the electoral process is, however, that it forces candidates to take stands on issues before they have been oriented to their responsibilities as trustees and to the often complex issues confronting their institutions (see Recommendation 8).

The Commission believes that the method and process of trustee selection proposed in Recommendation 1 constitutes an effective means of eliminating improper political intrusion into trustee selection and increasing the balance and diversity of public governing boards, thereby enhancing their legitimacy.

*Other authorities may be legislatures, mayors, county commissioners, local boards, and governing boards.

Recommendation 2

A NOMINATING COMMITTEE FOR EACH INSTITUTION SHOULD BE APPOINTED BY THE GOVERNOR. IT SHOULD CONSIST OF AT LEAST FIVE PEOPLE AND ITS COMPOSITION SHOULD TAKE INTO ACCOUNT THE DIVERSITY OF THE STATE, REGION, OR LOCAL COMMUNITY THE INSTITUTION PRIMARILY SERVES.

The creation of a nominating committee may occur in various ways. In some situations, a committee can be formed by the appointing authority as a matter of informal practice. In others, the creation and composition of the committee may need to be specified in an administrative code or a state statute. Whether a statute is required to establish a nominating committee will depend on local conditions.

The size and makeup of the nominating committee should acknowledge the general ethnic, racial, sexual, age, geographic, social, and political composition of the population the institution serves. It is unlikely that a very small committee would be able to reflect adequately the views of a large and diverse public. However, a small community college may not require as large a committee. The committee should include people from a wide range of backgrounds to assure ample opportunities for participation from a variety of sources. Its membership should serve three- or four-year staggered terms.

The governor also should consider appointing faculty, students, and alumni to the nominating committee. Their views of the institution can serve as an important source of information for the committee.

The complex structure of postsecondary education in each state may require the appointment of several such nominating committees. In most circumstances, the Commission favors a separate nominating committee for each governing board, but there may be circumstances where the candidates for more than one board could be screened by the same committee. For example, the appointments to the three state-related university boards in Pennsylvania or to the University of Washington and Washington State University boards may be screened by one committee in their respective states. In such cases, however, consultation with the board and chief executive of each institution should be thorough.

Recommendation 3

THE NOMINATING COMMITTEE SHOULD HAVE CAREFULLY DELINEATED RESPONSIBILITIES. AMONG THESE SHOULD BE:

- **TO ASSESS BOARD MEMBERSHIP NEEDS IN TERMS OF BACKGROUND, SKILLS, AND DIVERSITY (ETHNIC, RACIAL, SEXUAL, AGE, GEOGRAPHIC, SOCIAL, AND POLITICAL).**
- **TO CONSULT WITH TRUSTEES AND THE CHIEF EXECUTIVE.**
- **TO DETERMINE WHICH OF THE BASIC BOARD RESPONSIBILITIES NEEDS TO BE STRESSED IN A GIVEN APPOINTMENT AND BALANCE THIS NEED WITH THE ASSESSMENT OF THE BOARD.**
- **TO CONDUCT A BROAD SEARCH FOR QUALIFIED CANDIDATES.**
- **TO SCREEN CANDIDATES FOR NOMINATION, INCLUDING REVIEW OF TRUSTEES ELIGIBLE FOR REAPPOINTMENT.**

This institution owns substantial real estate in the heart of the city. One particular trustee has been of great value to us in its fiscal management.
—a trustee

The enabling legislation for our system requires that one appointed trustee shall be a woman and one other shall be under 30 years of age.
—system administrator

The assessment of board membership speaks to one of the most persistent and serious criticisms directed at governing boards—their apparent lack of balance and diversity although public boards tend to be more diverse than private boards. A 1977 survey shows that 87 percent of public trustees are white, 82 percent are male, and 56 percent are over 50 (Gomberg and Atelsek, 1977). The Commission is persuaded that more balanced and diverse governing boards can be an important ingredient in sustaining and enhancing the public legitimacy of board decisions and providing the expertise to make these decisions more effective.

The traditional indicators of balance and diversity are listed in more detail on the Sample Board Profile (Appendix B). Another less obvious dimension is the skills or talents that a board needs to be effective. Often these are associated with a given occupation. Some of these skills are:

- ability to raise money;
- ability to manage money;
- knowledge of higher education;
- knowledge of local, state, and/or federal government;
- lobbying or political skills;
- real estate or physical plant expertise.

It is strongly recommended that the nominating committee consult with trustees and administrators of the institution about the tasks required of trustees. It may prove useful for current board members to assess how well potential trustees may interact with other members of the board. Because of the president's close relationship with the board, his or her opinion concerning prospective trustees can be very valuable. In some situations, it may be appropriate for a member of the president's staff to serve as staff to the committee.

At times, one or another of the board's basic responsibilities may need to be stressed in a given appointment. In a few cases, fiscal health may suggest nomination of candidates who can help the board manage the institution's assets, for example. In other cases, the board may benefit from the skills of individuals who are knowledgeable about higher education.

Recommendation

THE SEARCH FOR QUALIFIED CANDIDATES SHOULD BE CONTINUOUS. IT SHOULD INCLUDE FOUR STEPS:

- **IDENTIFICATION OF THE STATUTORY AND OTHER QUALIFICATIONS NECESSARY TO BE A TRUSTEE OF EACH PARTICULAR INSTITUTION.**
- **PUBLICATION OF THE PROCESS (TIME LIMITS AND DEADLINES) UNDER WHICH THE SEARCH FUNCTIONS.**
- **A BROAD CALL FOR PROSPECTIVE CANDIDATES FOR NOMINATION INCLUDING CONSULTATION WITH THE PRESIDENT, ADMINISTRATORS, FACULTY, STUDENTS, AND EACH BOARD MEMBER TO ASCERTAIN MEMBERSHIP NEEDS.**
- **IDENTIFICATION OF CANDIDATES FOR TRUSTEESHIP BY MEMBERS OF THE NOMINATING COMMITTEE.**

4

The search for candidates for the trusteeship should encourage the consideration of a wide range of people. The committee must be familiar with any statutes or regulations that govern the selection of trustees, such as residence requirements, limitations on the number of alumni on the board or requirements for minority party representation.

A public announcement of the trustee vacancy should be made through the media including the minority-language press where appropriate. In addition, the vacancy should be announced to interested agencies and individuals.

The committee should allow adequate time for publication of the notice and for interested persons to respond thoughtfully. Administrators, faculty, students, and board members should be consulted for suggestions of candidates as well as for suggestions regarding the needs of the board. However, the nominating committee should not merely react to the suggestions of others, but should be prepared to recommend candidates on its own.

By the time we dropped candidates who were not eligible due to statutory and other requirements, we did not have the necessary three names to nominate. The committee had to examine its own file of nominees previously overlooked by the governor.
—a nominating committee member

Recommendation 5

QUALIFIED CANDIDATES SHOULD BE CAREFULLY SCREENED. THE SCREENING OF CANDIDATES SHOULD INVOLVE AT LEAST FIVE STEPS AS FOLLOWS:

- **ANALYSIS OF BIOGRAPHICAL INFORMATION.**
- **REVIEW OF SUPPORTING DOCUMENTS PROVIDED BY NOMINATORS.**
- **IDENTIFICATION OF A GROUP OF "FINALISTS" WHOSE PERSONAL AND PROFESSIONAL BACKGROUND AND SENSE OF COMMITMENT CAN BE PROBED IN MORE DETAIL.**
- **INTERVIEWS WITH EACH OF THE FINALISTS TO 1) DETERMINE THEIR INTEREST AND KNOWLEDGE OF THE INSTITUTION AND TRUSTEESHIP, 2) ASSESS THEIR INDIVIDUAL SKILLS, ABILITIES, AND PERSONAL CHARACTERISTICS TO DETERMINE HOW THEY WOULD BENEFIT THE BOARD, AND 3) EXPLAIN THE REQUIREMENTS OF THE TRUSTEESHIP.**
- **PREPARATION OF A STATEMENT ON EACH PERSON TO BE RECOMMENDED SPECIFYING THE REASONS WHY THE PERSON WOULD BE A GOOD TRUSTEE AND WHAT PARTICULAR BOARD NEED(S) WOULD BE FILLED BY HIS OR HER APPOINTMENT.**

The first step in the screening process should be a review of the documents in support of the nomination: resume, letters of support, and other relevant data. An initial "cut" should be made at this point.

Verification of references of the finalists must be done with tact and with care. The Committee is seeking evidence of certain personal qualities. According to Gale (1980), "Perhaps the most important ingredients are intelligence, good judgment, and the ability to ask the right questions" (p. 62). Some of the questions to be probed include:

- Has the candidate performed well on other boards of which he or she is a member?
- Why does the nominator think the candidate will be a good trustee?
- Does the candidate have any *potential* conflict of interest?
- Is the candidate genuinely committed to post-secondary education?
- What are the candidate's ties with or commitments to the institution?

The assessment of incumbent trustees who are eligible for and seek reappointment must also be handled with tact, but should be as rigorous as that for a new appointment, though in this case trustee performance is the subject of the assessment. The Illustrative Trustee Code of Conduct provides suggested criteria for assessing incumbents as well as for explaining the responsibilities of the trusteeship to potential trustees. For the most part, these assessments and the screening of potential trustees should be confidential.

Following the interviews and in line with the process agreed upon, the committee should determine which candidates to recommend to the governor. A statement outlining the strengths of each candidate and how he or she would contribute to the board should accompany the list of nominees.

We had to select three candidates from 70 applicants and it was really much easier than you might think. Just by looking at resumes we were able to narrow to 20, since many people lacked appropriate backgrounds. During the interviews several candidates asked us what a trustee does. We immediately eliminated them. If they couldn't do the homework for the interview, they would never make good trustees. By the end of interviews we had five people, rated them on a scale we had devised, and came up with the top three.
—a nominating committee member

Recommendation

THE COMMITTEE SHOULD MAKE AT LEAST THREE NOMINATIONS FOR EACH VACANCY FROM WHICH THE GOVERNOR, OR OTHER APPOINTING OFFICIAL, MUST MAKE THE APPOINTMENT.

- **IF NONE OF THE NOMINEES IS ACCEPTABLE, THE COMMITTEE SHOULD BE GIVEN AN OPPORTUNITY TO CONSULT WITH THE APPOINTING AUTHORITY TO LEARN WHY THE THREE NOMINEES ARE UNACCEPTABLE AND SHOULD THEN SUBMIT THREE MORE NAMES.**

- **INCUMBENT TRUSTEES SHOULD CONTINUE TO SERVE UNTIL THEIR SUCCESSORS ARE APPOINTED.**

6

If the governor is to be held ultimately accountable for the appointment of trustees, he or she must have a selection of able candidates from which to choose.

The nominating committee can virtually eliminate the element of choice by recommending two people who are clearly undesirable and only one truly qualified candidate. To avoid such manipulation the appointing authority should have the option of requesting additional names. This should rarely be necessary, and if it occurs the appointing authority should explain his or her reluctance to appoint from the original list, so that this option does not become a governor's means of holding out until a preferred choice is finally nominated.

To avoid excessive delays, the committee should submit its nominations within 90 days, and the appointing authority should act within 30 days. There have been instances when a governor, presented with three excellent candidates, has labored for months over the decision. To avoid having an incomplete board, provision should be made for incumbent trustees to serve until their successors are appointed. However, since the appointing authority will have the assurance that all the candidates are *bona fide* and have been subject to careful screening, the appointment can and should be made without undue delay.

There may be times when both the committee and the appointing authority will want to modify certain parts of this process. For example, if there are three vacancies, it may be acceptable for the committee to nominate fewer than the nine people that would be required to be fully consistent with this recommendation.

The way our statute is written the nominating authority can and has become the appointing authority. By providing the governor with just one name, his authority was stopped and the committee had more power than was ever intended.
—a nominating committee member

The governor thought he was appointing a labor attorney from a major metropolitan area in the western part of the state. In fact, he appointed a travel agent from a small city in the eastern part of the state.
—a university president

Recommendation 7

THE STATE SENATE SHOULD HAVE THE OPPORTUNITY TO CONFIRM TRUSTEE APPOINTMENTS AND SHOULD USE THIS OPPORTUNITY FOR SUBSTANTIVE, NONPARTISAN REVIEW.

In many states, senate confirmation of trustee appointments is treated as a courtesy rather than as a significant final step in the selection process. In at least one state, the legislature does not actually confirm but acts only if it chooses *not* to confirm. When one state senator was asked why confirmation was maintained when it appeared to be a rubber stamp, he responded, "To give the people a voice."

Legislators should recognize that confirmation is a responsibility requiring more than a routine vote. They may take advantage of this opportunity to 1) evaluate potential trustees, 2) improve their understanding of the issues related to higher education, and 3) articulate their concerns and expectations to the candidates. The confirmation procedure should be completed within 60 days of the governor's appointment.

Legislators should of course scrupulously avoid partisan political considerations when reviewing trustee appointments. Yet the Commission is aware that relations between the legislative and executive branches of state government cannot always be harmonious.

The following examples illustrate the problem of legislative-executive branch conflict:

The newly elected governor persuaded the legislature, which was controlled by his party, not to confirm *any* of the incumbent's appointments.
—a university president

I met with the board and expressed my concern that they had not reviewed the capital budget request carefully enough. I cautioned them that it might be necessary to hold retroactive confirmation hearings on their appointments.
—a legislative leader

Recommendation

NEW TRUSTEES SHOULD BE PROVIDED WITH A SYSTEMATIC AND THOROUGH ORIENTATION PROGRAM. THE FOLLOWING ELEMENTS SHOULD BE INCLUDED:

- **BRIEFING ON THE OBLIGATIONS AND RESPONSIBILITIES OF TRUSTEESHIP.**
- **THE OPPORTUNITY TO BECOME MORE FULLY ACQUAINTED WITH THE INSTITUTION'S MISSIONS, PLANS, PROBLEMS, WEAKNESSES AND STRENGTHS, AND FUTURE PROSPECTS.**
- **A TOUR OF THE CAMPUS INCLUDING MEETINGS WITH ADMINISTRATORS, FACULTY, AND STUDENTS.**
- **THE OPPORTUNITY TO MEET AND EXCHANGE VIEWS WITH TRUSTEES OF THE INSTITUTION OUTSIDE OF REGULAR BOARD MEETINGS AND, IDEALLY, THE OPPORTUNITY TO DO THE SAME WITH TRUSTEES OF OTHER INSTITUTIONS.**
- **A REVIEW OF THE STRUCTURE OF THE BOARD SHOWING HOW THE NEW TRUSTEES' AREA(S) OF EXPERTISE AND INTEREST FIT IN.**

8

A newly chosen trustee may have only limited knowledge of higher education generally and of the specific institution. To become as effective as possible in the shortest time, the new trustee needs an orientation program conducted by experienced trustees, the president, and other institutional staff. While it is the responsibility of the board to provide this orientation, some states may want to encourage the active participation of state-level officers and trustee organizations.

Individual trustees will have learned in a general sense the responsibilities of the governing board and the obligations of trusteeship when interviewed by the nominating committee. The orientation program should complement and expand on these general discussions. Emphasis should be given to the need to understand the role of the board as a policy-making body and the need to see the institution as a whole.

While the specific elements of an orientation program will vary with the individual institution, most new trustees will find it necessary to spend time reviewing current institutional plans, catalogs, budgets, and other relevant material. Even so, on particularly complex issues, a newly appointed trustee may wish to abstain from voting.

We had one trustee who seldom attended meetings regularly in his first year on the board until his absences were reported in the media.
—a board secretary

In an institution of our size and complexity it takes a trustee two years to develop an understanding of the issues.
—a university president

Recommendation

WHEN ELECTED PUBLIC OFFICIALS ARE MEMBERS OF GOVERNING BOARDS, THEY SHOULD BE *EX OFFICIO* AND WITHOUT VOTING PRIVILEGES. ALTHOUGH THE COMMISSION IS CONVINCED OF THE POTENTIAL USEFULNESS AND APPROPRIATENESS OF HAVING THE VIEWS OF PUBLIC OFFICIALS WHEN BOARDS DELIBERATE, NO BOARD SHOULD HAVE MORE THAN TWO SUCH OFFICIALS.

9

Governors and legislators usually have budgetary review over institutions of higher education and the double control represented by voting board membership is not necessary to assure their influence. Further, there appears to be a widespread tendency for governors who are board members not to attend board meetings regularly. While governing boards should welcome the views of the governor or other public official on any issue before the board, voting privileges should be reserved for those who are full-fledged trustees and therefore are accountable for exercising the full range of trustee responsibilities, including preparation for and attendance at meetings.

There should not be more than two public officials on the board, however. The board's autonomy should not be endangered by the possibility of public officials using board meetings as a forum for public policy debates.

Recommendation

POLITICAL PARTY AFFILIATION SHOULD NOT BE A CRITERION FOR APPOINTMENT

10

The legitimacy of public governing boards requires that they not be perceived as part of the patronage machinery of partisan politics. Traditional political influence and the ability to "grant favors" should not pertain to trustees. Trustees should not be able to influence the admission of an applicant, the awarding of a contract, or the appointment to a faculty or staff job.

Often, however, the appointment to a board of trustees or regents is among the most prestigious the governor has to offer. The Commission realizes that the need for autonomy and legitimacy requires an institution to have highly respected and even prestigious people on its board, but is concerned that appointments to public governing boards have sometimes been used as rewards for past political favors. While the Commission recognizes that being active in political affairs, or having contributed to the governor's campaign should not *disqualify* a person for appointment to a public governing board, it is hardly the most valid criterion.

The Commission recognizes that the political culture and traditions of some communities will make it difficult, if not impossible, for the appointing authority to minimize political party affiliation when making appointments. In these situations statutes should specify that both major parties have more than token representation on the board. In the case of a nine member board, for example, at least three seats should be occupied by those affiliated with members of the minority political party.

Recommendation 11

THERE SHOULD BE NO RESIDENCE REQUIREMENTS WHICH PREVENT QUALIFIED PEOPLE FROM SERVING ON GOVERNING BOARDS.

In several states, legislation specifies that a trustee be appointed from each county, legislative or congressional district. In other states, the informal practice is to appoint "at least two trustees from east of the mountains" or to balance urban and rural appointments. Many states specify that trustees be residents of the state. There is merit in many such rules and traditions, but they represent an unnecessary and potentially harmful restriction. Public universities that have regional, national, and international orientations should have the opportunity to consider nonresidents (especially alumni) for board membership.

The representation of alumni on appointed public governing boards is usually by chance. (Less than two percent of the positions nationally are reserved for alumni). A governor may use alumni status as an indication of high interest in the university, but if so, it constitutes one of the informal criteria that is probably well down the list in importance. In a few cases where there are statewide elections (e.g., Nevada and Michigan), the alumni association takes a position on the candidates or identifies those who are alumni to members of the alumni association.

In still other cases, alumni are accorded the privilege of choosing a number of trustees from the members of the association. At Penn State, for example, 50 signatures on a petition will place a candidate on the alumni ballot. Usually there are six to nine candidates for the three available positions. Approximately 15,000 ballots (of 58,000 eligible voters) were cast in a recent election. The campaign consists of publishing a picture, biographical information, and a brief statement by the candidate in *The Alumni Bulletin*. Alumni are an important segment of an institution's community and deserve more systematic consideration when questions of board balance are conducted.

The Commission is well aware of the fundamental tension between state and local forces over the control of community colleges. Although it should not be mandated that community college boards include people from outside the primary service area, community college boards should welcome one or two such members except where these boards have local taxing authority. Such "at-large" members can provide the board with a broader view without jeopardizing local autonomy.

Recommendation

GOVERNING BOARDS SHOULD HAVE AT LEAST NINE VOTING MEMBERS WHOSE TERMS SHOULD BE APPROPRIATELY STAGGERED.

12

Although the optimum size of a governing board will vary with the circumstances, the Commission believes that boards of at least nine members are desirable because they:

- are more likely to reflect the general ethnic, racial, sexual, age, geographic, social, and political diversity of the state, region, or local community the institution primarily serves;
- provide greater stability and continuity than smaller boards;
- can share the trustee workload among their members, lessen the burden on individual trustees, and broaden the base of expertise on the board.

Appointing authorities will find it very difficult to reflect the diversity which this Commission believes is necessary to sustain the board's credibility and legitimacy with a small (five- to seven-member) board. On small boards the resignation or death of one member can seriously affect board balance and stability. In the case of one board, four of the seven seats on the board became vacant within months of the inauguration of a new governor, providing a perhaps dangerously rapid turnover.

If the board and individual trustees are to meet their responsibilities, there must be a sufficient number of trustees to share the workload. If all trustees are not present, small boards may have to make major decisions on the strength of three or four votes. Conversely, very large boards may be unwieldy, although a system board may require more members than a board governing a single institution.

Finally, it is more likely that boards of at least nine members will have among their members the expertise—legal, financial, and other—to deal with complex issues. This is very difficult to accomplish with five- and seven-member boards.

Recommendation

TRUSTEES SHOULD BE APPOINTED FOR TERMS OF NOT MORE THAN SIX YEARS AND SHOULD NOT SERVE FOR MORE THAN TWELVE CONSECUTIVE YEARS.

13

The Commission recognizes the competing needs for board stability and continuity on the one hand and broad public participation on the other. A vital, effective board needs stated terms of appointment and a limitation on the number of consecutive terms or years a board member may serve. To be effective the board needs a continuing supply of new members.

Two or three relatively short terms are better than one long one since they provide a way to assess performance with reasonable frequency. Valuable trustees can always be reappointed after they have been off the board for a year.

Recommendation 14

STUDENTS SHOULD NOT BE VOTING MEMBERS OF THE GOVERNING BOARDS OF THE INSTITUTIONS IN WHICH THEY ARE ENROLLED.

Over the past decade, a vigorous case has been presented for the inclusion of students as voting members of governing boards. A 1976 study reported that student trustees are to be found in every state in the country except Nevada, and on every type of postsecondary educational governing board—single campus, multi-campus, coordinating bodies, public and independent, and two- and four-year college and university boards (McIntyre, 1977, p. 15). Student *voting membership* on governing boards, however, has not been as widely accepted as these data imply. A 1977 survey shows that less than one percent of the 6,900 trustees serving on public governing boards are designated to be students (Gomberg and Atelsek, 1977, p. 9).

The Commission believes that extensive student participation on board committees is desirable, but that having students as full voting members of the board constitutes a conflict of interest.* A student trustee is presumed to represent an internal constituency. The Commission is also concerned that student trustees only serve for a short period of time; too often the student trustee's term has expired just when the student has begun to understand the job. The Commission is further persuaded that a student should be considered for the nominating committee and that appointing authorities should also consider young alumni for appointments to boards.

Although the Commission discourages designating an individual as a student trustee and creating a student term of office (generally one year), some Commission members believe that the nominating committee should not be constrained in considering an individual simply because he or she is a student. That is, if a person who is a student comes before the nominating committee, that person's qualifications should be reviewed in the same manner as other candidates'. If the student becomes one of the candidates referred to the governor and is ultimately appointed, the student should serve in the same capacity as any other trustee—with voting rights and for the usual term of office, but not as a designated student trustee.**

* "My experience in New York, where there is a student trustee mandated by law, reveals several other problems. Legally mandated student trustees often do provide valuable student views to the board of trustees, but that is not the sole—nor necessarily the most effective—manner for securing such views. Under such circumstances, the value and influence of student views are directly correlated with the representativeness of the student spokesperson and persuasiveness rather than any vote, just as is true of any other trustee. Unfortunately, when such is not the case, the symbolism of membership with vote merely leads to frustration on the part of the student trustee and to attempts to increase the number of student trustees even further."
—Clifton R. Wharton

** "I do not oppose a shorter term for student trustees, and I support designated student trustee positions on governing boards in order to insure student membership."
—Lucille Maurer

Recommendation

FACULTY MEMBERS SHOULD NOT BE VOTING MEMBERS OF THE GOVERNING BOARDS OF INSTITUTIONS BY WHICH THEY ARE EMPLOYED.

15

The Commission believes that for a board to act responsibly, careful attention must be paid to the views of faculty members. There are three principal ways to assure that faculty views are considered by the board: faculty should be encouraged to suggest candidates to the nominating committee; they should participate as regular members on appropriate board committees; and faculty from other institutions can be appointed to the board.

Trustees must be careful that direct contact with faculty on board committees does not undermine the authority of the president. (See number 9 in Illustrative Trustee Code of Conduct.) The purpose of trustee-faculty contact on committees is to share viewpoints, not to make decisions that should be reserved for the full board's deliberation.

But there is a clear conflict of interest when faculty serve as voting members of a governing board of the institution where they are employed. In cases where faculty engage in collective bargaining, the conflict is especially apparent. Even in the case of a faculty member from another institution, the Commission believes that there is a potential conflict of interest if the other institution is nearby or competing. This potential conflict, like any other, should be assessed by the nominating committee when the faculty member's qualifications are reviewed.

Recommendation 16

GOVERNING BOARDS SHOULD ADOPT A CODE OF CONDUCT FOR TRUSTEES WHICH SPECIFIES BOARD DUTIES AND RESPONSIBILITIES AND ESTABLISHES PROCEDURES FOR DEALING WITH POTENTIAL CONFLICTS OF INTEREST.

- **THE CODE SHOULD SPECIFY THE DUTIES AND RESPONSIBILITIES OF THE BOARD AND ITS INDIVIDUAL MEMBERS.**
- **THE CODE SHOULD INCLUDE PROVISION FOR COMPLIANCE WITH THE CONFLICT OF INTEREST POLICIES AND DISCLOSURE FORMS DEVELOPED BY THE STATE OR THE GOVERNING BOARD.**
- **TRUSTEES SHOULD NOT PARTICIPATE IN DISCUSSION OR VOTE ON ISSUES WHERE A POTENTIAL CONFLICT OF INTEREST HAS BEEN IDENTIFIED.**

The legitimacy of public governing boards requires that trustees avoid conflicts of interest in their performance as trustees. On the other hand, an otherwise qualified individual ought not to be excluded from serving as a trustee solely because of a *potential* conflict of interest. The Commission staff has examined "ethics legislation" and the extent to which, in order to avoid *potential* conflicts of interest, public disclosure of financial assets and associations should be required. The debate is classic in democratic government and involves the public's "right to know" as opposed to the individual's right to privacy.

In recent years, both the federal government and the states have shown an inclination to enact ethics legislation. These laws are intended to increase the capacity of the public to scrutinize the financial affairs of both elected and appointed officials, to render them more carefully accountable for their use of public resources, and more considerate of the general interest than they might otherwise be.

Ethics legislation is of two general types: 1) campaign disclosure statutes which require candidates for public office or elected officials to reveal contributions and contributors to their campaigns; and 2) disclosure or conflict of interest laws which require officials to reveal their private financial interests. Conflict of interest laws may range in stringency from merely prohibiting public officials from profiting more than the average citizen by virtue of their position, or requiring that they note a potential conflict and abstain from voting on such matters, to requiring complete public disclosure of all personal and family assets, income, and associations.

The Commission staff has examined the status of disclosure practices as they apply to trustees. Twenty-nine states do not require trustees to disclose their private financial interests either because they have no general ethics legislation or because trustees are exempted from that ethics legislation. In addition, one state has legislation that applies to trustees in state colleges, but not to those in universities. In 15 other states, trustees must disclose sources of income or the nature of their principal business, but not amounts.

Five states have full public disclosure—California, Colorado, Hawaii, Texas, and Washington. In these states, not only the identity of assets and sources of income in excess of specified minimums must be listed, but also the amounts by categories must be disclosed, including family and business partners' interests. Moreover, the financial interest statements are available to any person who requests them.

In the case of trustees of public institutions of higher education in these five full-disclosure states, the Commission is concerned about the extent to which disclosure requirements act as a barrier and discourage qualified persons from becoming trustees. There clearly exists a need for some safeguard against conflicts of interest, but preventive measures must not be so severe as to deter able individuals from serving.

There are a few analyses of the effect of these disclosure laws. According to Common Cause (1979), during the campaign prior to passage of one state's financial disclosure law, there were threats of mass resignations from the appointive boards that would be affected. Since passage, opponents of the law have claimed that it has been responsible for large numbers of resignations. Supporters, on the other hand, quote the assistant secretary of state in calling these reports "grossly exaggerated" and attribute only three actual resignations to the law.

The Commission staff probed cases of threats as well as actual resignations in four states. In one state with a strong disclosure requirement, one observer indicated that it initially caused much concern and that bankers and attorneys, particularly, and even the wife of an attorney,

were prepared to resign. However, these persons have been exempted from disclosure by appeal to a public disclosure commission (which, like the trustees, is appointed by the governor).

Another observer in the same state revealed that a number of potentially qualified persons have asked not to be considered for positions that would require financial disclosure. This appeared to be especially troublesome for community college boards.

In another state, legislation directs each state agency to write its own disclosure regulations, thus leaving decisions regarding the extent of disclosure to the individual agency. However, the state ethics commission rejected as inadequate the rules under which trustees proposed to function and placed them in the same category as elected officials, thereby requiring complete disclosure. The case is now in litigation.

In a third state, the reported resignations of two trustees as a result of ethics legislation passed in 1974 did not prove to be accurate when checked by the staff of this Commission. In a fourth state, a trustee was obliged to resign because of a perceived conflict of interest. The trustee was the chief executive officer of a food conglomerate, one of whose divisions had been selling milk to the university. Although there never was any charge of personal wrongdoing, the law prohibits trustees from having a direct or indirect interest in any organization that does business with the university. When the relationship was disclosed in the student newspaper, the trustee was obliged to resign

It seems clear from examination of these four states that a few individuals are deterred from trusteeship, whether through the election or appointment process, by required disclosure of private financial affairs. It is also important to note that the more rigorous disclosure laws pose a particular barrier to attorneys, bankers, and other professionals who are reluctant to disclose a list of individual clients. Finally, executive officers of major industrial conglomerates and public utilities might be prohibited from serving as trustees if the laws were rigidly enforced.

Disclosure requirements may also have indirect or remote effects. Individuals may resign, ostensibly for other reasons but in some measure influenced by these requirements. Trustees may not seek reappointment or reelection although they are eligible. Persons who would otherwise be interested in serving in official positions may not do so because of the disclosure laws. These less measurable impacts may not only be more likely, but also more important in the case of university boards of trustees than in other public offices.

*(See Illustrative Trustee Code of Conduct, Appendix A, and AGB's Guidelines for Policies Affecting Potential Conflicts of Interest, Appendix B.)

36

Recommendation

IN STATES WHERE TRUSTEES ARE ELECTED BY THE PUBLIC, NOMINATING COMMITTEES, AS SPECIFIED IN RECOMMENDATIONS 2 THROUGH 5, SHOULD BE APPOINTED TO ASSURE THAT ALL CANDIDATES ON THE BALLOT ARE HIGHLY QUALIFIED.

Although the Commission favors the appointment of trustees, if they are elected the following recommendations are offered to improve the electoral process:

17

There are approximately 58 university trustees in five states who are chosen by popular election (Joint Committee on Postsecondary Education, California Legislature, 1974). In 20 states, community college trustees are chosen in local elections. In addition, there are four cases where trustees are elected by the legislature.

Supporters of the electoral process claim that elections:

- better reflect specific political and institutional traditions;
- result in greater autonomy from the executive branch of government than appointment;
- provide a measure of trustee commitment to the institution, since significant effort is required to campaign;
- provide the opportunity for potential trustees to learn about the institution.

When trustees of public universities are elected they function within special political and/or cultural traditions. While the Commission recognizes the existence of such special traditions, it is persuaded that they should not be adopted by other populations. As indicated in our earlier recommendations, the Commission believes that, in general, board autonomy, balance and diversity, trustee commitment, and the orientation of new trustees can be better assessed and/or achieved through appointment from a list of highly qualified nominees.

The special case of community college trustees needs to be recognized, however. Their local orientation and service mission are important components of the community college philosophy. In some communities that commitment is manifest through the popular election of trustees. The Commission recognizes the validity of specific situations but continues to believe that, as a generalization, appointment of trustees, preceded by a careful screening of candidates, is the preferred method of trustee selection.

Where local or state tradition dictates elections, however, the Commission believes that the electoral process could be strengthened by adequately screening candidates. In one state the alumni association for the university plays the key role in a thorough nominating-screening process to determine candidates for a state election. The president of the alumni association appoints two seven-person committees, one for each of the two political parties. An effort is made to appoint some people who are members of each party's state steering committee so that the eventual nominees will be supported at the convention.

Just before each major party holds its state convention, that party's alumni association nominating committee presents its recommended slate of three candidates for the board of trustees. The following are some of the principles that guide the nomination process for each political party:

- The practice of having separate party committees should be retained because it recognizes the reality of the political process.
- The committee should have members who are from different geographical regions of the state.
- Membership of the committees should be frequently changed to avoid cliques on the committee and among the trustees, though all committees should include some members who have served on prior committees.
- Members of the committee should agree prior to appointment that they will keep the proceedings of the committee secret, and that they will abide by the decision of the majority.
- The committee should have several meetings

over an extended period to preclude any criticism that certain candidates are handpicked and others are not given full consideration.

- All persons who are suggested for nomination and who are willing to be candidates (including incumbents) should be interviewed by the committee. During such interviews, the chairman of the committee should outline the responsibilities of trustees, including a statement that being a member of the board is not an honorary position, but rather one requiring a large amount of time and effort. Only those agreeing to meet their obligations in these respects should be considered.

- The committee should recommend outstanding individuals whom they believe have such a deep interest in the welfare of the university that they will place such welfare above personal and political considerations.

- The committee should seek to keep the board of trustees well balanced in terms of ethnicity, race, age, sex, geographic region, social status, and political persuasion.

- Only three individuals should be recommended at each party convention to discourage campaigning prior to the party conventions.

Officials in this state believe that the respective committees should discuss their choices with party leaders before the conventions to expedite approval of the nominations. Upon being approved at the convention, the nominees from each party are placed on the ballot for consideration by the electorate in the general election.

Obviously, the screening need not be done by the alumni association, however, and in some cases that may not be the best alternative. Nevertheless, some procedure should be developed to assure that candidates presented to the electorate are highly qualified.

Recommendation

TRUSTEE ELECTIONS SHOULD BE TIMED TO COINCIDE WITH OTHER LOCAL OR GENERAL ELECTIONS.

18

Voter participation in special community college trustee elections has been shown to be very low. The significant exceptions come at times when there is major public controversy over such things as faculty strikes, a bond issue or the firing of a football coach. Richardson et al. (1978) has shown that timing Arizona community college trustee elections with other elections significantly increased the number of votes cast (p. 9).

References

Carnegie Council on Policy Studies in Higher Education. *A classification of institutions of higher education,* revised edition. Berkeley: The Carnegie Foundation for the Advancement of Teaching, 1976.

Common Cause. *Conflict of interest legislation in the states.* Washington, D.C., January 1979.

Gale, R. L. Selecting and deploying trustees. In R. T. Ingram and Associates, *Handbook of college and university trusteeship.* San Francisco: Jossey-Bass Publishers, 1980.

Gomberg, I. L., and Atelsek, F. J. *Composition of college and university governing boards.* Washington, D.C.: American Council on Education, 1977. (Higher Education Panel Report, Number 35).

Hartnett, R. T. *College and university trustees: Their backgrounds, roles, and educational attitudes.* Princeton, New Jersey: Educational Testing Service, 1969.

Ingram, R. T. and Associates. *Handbook of college and university trusteeship.* San Francisco: Jossey-Bass Publishers, 1980.

Joint Committee on Postsecondary Education, California Legislature, *Governing boards of public universities and colleges: Composition, selection, length of terms,* April 1974.

McIntyre, V. L. Student trustees: The national picture *AGB Reports,* March/April 1977, pp. 15-20.

Millard, R. M. State boards of higher education. Washington, D.C.: American Association for Higher Education, 1967 (AAHE-ERIC/Higher Education, Research Report No. 4, 1976).

Nason, J. W. *The future of trusteeship.* Washington, D.C.: Association of Governing Boards of Universities and Colleges, 1974.

Nason, J. W. Responsibilities of the governing board. In R. T. Ingram and Associates, *Handbook of college and university trusteeship.* San Francisco: Jossey-Bass Publishers, 1980.

National Center for Education Statistics. *Education directory, colleges & universities 1978-1979.* Washington, D.C.: U.S. Department of Health, Education, and Welfare, 1979a.

National Center for Education Statistics. *Preliminary estimates, fall enrollment in colleges and universities, October 1979.* Washington, D.C.: U.S. Department of Health, Education, and Welfare, 1979b. (NCES 80-B02)

Richardson, R. C., Jr. et al. *A study of district governing boards.* Unpublished manuscript, 1978.

Appendix

ILLUSTRATIVE TRUSTEE CODE OF CONDUCT

This illustrative code has been developed to help boards formulate their own codes of conduct for individual members. The obvious purpose of such a code is to help the new board member understand the obligations and restrictions he or she assumes in accepting a trusteeship. In addition, it can also serve to encourage incumbents to assess their own performance, and to provide governing boards and appointing authorities with a list of desirable qualities to consider in identifying capable men and women for board positions.

The adoption of an institutional code of conduct demands careful consideration by the trustees in consultation with the chief executive because performance that is inconsistent with the code may be considered cause for removal from office. The board's bylaws or other policy document should specify the action(s) required for calling for the resignation of a board member (e.g., affirmative vote of two-thirds of the board).

Conflicts of interest (covered in items 10 and 11) represent the important matter of "trustee ethics." Each board should provide its members with an adopted policy statement which covers the conditions that constitute a conflict of interest, vehicles for disclosure, and procedures to be followed when a conflict of interest is perceived to exist.

ILLUSTRATIVE TRUSTEE CODE OF CONDUCT

1. To become familiar with and committed to the major responsibilities of a governing board:
   a) To appoint the president
   b) To support the president
   c) To monitor the president's performance
   d) To clarify the mission
   e) To approve long-range plans
   f) To approve the educational program
   g) To insure financial solvency
   h) To preserve institutional independence
   i) To enhance the public image
   j) To interpret the community to the campus
   k) To serve as a court of appeal
   l) To assess their own performance

(Nason, John. "Responsibilities of the Governing Board." In *Handbook of College and University Trusteeship*, R. T. Ingram and Associates. San Francisco: Jossey-Bass Publishers, 1980.)

2. To support the institution's fund-raising efforts through personal giving in accordance with one's means (to both annual funds and capital drives), and to be willing to share in the solicitation of others.

3. To devote time to learn how the institution functions—its uniqueness, strengths and needs—its place in postsecondary education.

4. To carefully prepare for, regularly attend, and actively participate in board meetings and committee assignments.

5. To accept and abide by the legal and fiscal responsibilities of the board as specified by institutional charter, bylaws, and state statutes and regulations.

6. To vote according to one's individual conviction, to challenge the judgment of others when necessary; yet to be willing to support the majority decision of the board and work with fellow board members in a spirit of cooperation.

7. To maintain the confidential nature of board deliberations and to avoid acting as spokesperson for the entire board unless specifically authorized to do so.

8. To understand the role of the board as a policy-making body and to avoid participation in administration of policy.

9. To learn and consistently to use designated institutional channels when conducting board business (e.g., responding to faculty and student grievances, responding to inquiries concerning the status of a presidential search, etc.).

10. To comply with conflict of interest policies and disclosure forms developed by the board (see sample conflict of interest policy and sample record forms in AGB "Guidelines for Policies Affecting Potential Conflicts of Interest," following).

11. To refrain from actions and involvements that might prove embarrassing to the institution and to resign if such actions or involvements develop.

12. To make judgments always on the basis of what is best for the institution as a whole and for the advancement of higher education rather than to serve special interests.

44

Appendix B

SAMPLE BOARD PROFILE

SAMPLE BOARD PROFILE

Categories	Present Membership 1980	Possible Vacancies By Year 1981	1982	1983
Age				
70 and over				
60-69				
50-59				
40-49				
30-39				
Under 30				
Sex				
Female				
Male				
Race				
White				
Black				
Hispanic				
Asian or Pacific Island				
Native American or Alaskan Native				
Area of Expertise				
Administration				
Agriculture				
Business				
Education				
Finance				
Fundraising				
Government				
Health/Medical				
Legal				
Marketing				
Physical Plant				
Public Policy				
Public Relations				
Religion				
Other				
Geographical Distribution				
Rural				
Suburban				
Urban				
Out-of-state				
College Relationship				
Alumni				
Parents				
Other				
Financial Position				
Independent				
Salaried				
Other				
Length of Service				
Over 10 years				
5-10 years				
2-4 years				
one year or less				

Appendix

GUIDELINES FOR POLICIES AFFECTING POTENTIAL CONFLICTS OF INTEREST

This is the policy of the Association of Governing Boards (AGB) which appeared in the January/February 1979 issue of *AGB Reports*

Potential conflicts of interest have been a source of increasing concern in all branches of trusteeship. Many governing boards of colleges and universities have adopted statements of policy to make public the position of the institution in this complex matter. In response to a growing number of requests, the Board of Directors of AGB has adopted the following statement to assist institutions in arriving at a general statement that can be adapted to particular circumstances. It is not intended to cover all possible conditions. It is confined to broad considerations rather than to details, but covers the issues most likely to arise.

The Association acknowledges with gratitude the various institutions which have shared their adopted statements with AGB; and we acknowledge the assistance of a number of member trustees and chief executives who have provided the benefit of their review.

Preliminary Considerations

Institutions of postsecondary education, both public and private, continue to be involved in programs affecting the public interest. Their trustees have adopted and published guidelines for themselves and administrators at all levels to insure that the highest possible degree of probity is observed. Among these concerns is the problem of potential conflicts of interest.

At the same time, it should be recognized that members of governing boards are likely to be, and indeed should be, persons of responsible involvement in affairs other than trusteeship of postsecondary education. A competent board can scarcely be recruited from persons entirely free from potential conflict of interest. To a degree, the same can be said for administrators.

The term "trustee" itself indicates that members of a board are acting for others, not for themselves, and are legally appointed for that purpose. Hence the term "fiduciary." Disclosure of potential conflicts of interest are therefore but reasonable steps to be taken by reasonable per-

sons, without implying dubious practice. As emphasized later, concern for the letter of the law is but the first stage. Equally important is demonstrated awareness of broad ethical considerations.

The policy adopted by a board should assure that both trustees and staff members place the welfare of the institution above personal interests or the interests of family members or others who may be personally involved in substantial affairs affecting the institution, including not only fiscal transactions but any other matters affecting program, personnel, or auxiliary enterprises. It should provide for systematic, continuous disclosure of potential conflicts and the means for resolving them. The individual trustee and the board as a whole should maintain current records of potential conflicts for review and evaluation by persons appointed by the board.

To insure that the statement of policy has the full force of the institution behind it, the bylaws of the institution should include reference to the statement. The policy statement itself need not be included in the bylaws, since the policy may require occasional modification based on experience. Change is usually accomplished most easily when it does not involve the bylaws.

Check The Statutes

Public and private institutions should review pertinent statutes bearing on conflict of interest to make sure that the institutional policy conforms in all respects to their requirements.

Because trustees are responsible for the total well-being of an institution, their responsibility extends beyond financial aspects into all matters bearing on the progress, stability, and effectiveness of the institution. Thus the board should be alert to all relationships which could be seen as affecting its integrity. These may not always be issues of legality but of self-imposed standards.

In formulating its own statement, a board may feel it necessary to identify specific danger zones without attempting to be over-prescriptive. For example, nepotism is a practice to be avoided. Whether to be specific on such a point is a matter of judgment. For another: A board member may be sought as lecturer in some field of specialization, or may be needed as a consultant for a short period. It is the responsibility of both the individual involved, and of the board as a whole, to determine in advance the limitations to be accepted by the trustee during such a period of double function if indeed such double function is deemed permissible at all.

In more general terms, it has been argued that a president should not serve as a voting member of his or her own board, a point worthy of consideration. If the president is not to have the vote, the board should certainly take care to specify the role of the president in meetings of the board and to insure particularly that the board will not act on institutional affairs without the recommendations of the president and without his or her full participation, unless under most unusual circumstances.

Boards having student and faculty representation from within the institution need to consider, as indeed the students and faculty should consider, whether certain restrictions on the role of these members should be adopted to avoid the conflict of interest implicit in this arrangement.

An attempt to compile an inventory of potential conflicts of interest, however, would be futile. There can be no substitute for sensitivity on the part of individual trustees and of the board as a whole. Over-zealous pursuit of the issue can ultimately hamper the sensible performance of duty. Legal determinations may prove fairly easy. The more delicate issues may simply require the intelligence and judgment to raise necessary questions in a timely fashion and to dispose of them one way or another as the board itself may see fit.

SAMPLE CONFLICT OF INTEREST POLICY FOR TRUSTEES, OFFICERS AND OTHER KEY EMPLOYEES

1. SCOPE: The following statement of policy applies to each member of the board and to all officers of (college or university). Further, it is intended to serve for the guidance of all persons employed by the institution, regardless of position.

2. FIDUCIARY RESPONSIBILITY: Members of the board, officers and staff serve a public-interest role and thus have a clear obligation to conduct all affairs of the institution in a manner consistent with this concept. All decisions of the board and officers of administration of the (college or university) are to be made solely on the basis of a desire to promote the best interests of the institution and the public good.

3. DISCLOSURE: The policy of the board of (college or university) requires that in the event the board or officers must consider any transaction for the institution which also involve 1) a member of the board or any officer of the institution or a member of his or her family (which shall be a spouse, parents, siblings, children and any other relative) or 2) an organization with which a member of the board or any officer of the institution is affiliated, such trustee or officer, at the first knowledge of the transaction, shall disclose fully the precise nature of the interest or involvement.

Disclosure is further required of board members and officers of the institution concerning all *relationships and business affiliations* that reasonably could give rise to a conflict of interest involving the institution. This disclosure shall be continuously reported and kept current, as set forth below. For the purpose of this policy, affiliation is understood to prevail if the trustee or officer, or a member of the family:

a. Is an officer, director, trustee, partner, employee or agent of such organization; or

b. Is either the actual or beneficial owner of more than (e.g., 1 percent—5 percent) of the voting stock or control interest of such an organization; or

c. Has any other direct or indirect dealings with such organization from which he or she knowingly is materially benefited (e.g., through receipt directly or indirectly of cash or other property in excess of ($_____) a year—including (or exclusive of) dividends or interest.

All disclosures required under this policy must be directed in writing to (the secretary of the board or to _____) who together with the (college or university) counsel, shall be responsible for the administration of this policy. Matters under this policy concerning trustees shall be reported initially to the chairman of the board for appropriate action; those concerning staff will be referred initially to the president. Information disclosed to the secretary (or chairman or president) shall be held in confidence except when the best interest of the institution would be served by disclosing the information to the board in executive session.

4. RESTRAINT ON PARTICIPATION: Trustees or officers who have declared or been found to have conflict of interest in any matter before the administration or the board shall refrain from participating in consideration of the proposed transaction, unless for special reasons the board or administration requests information or interpretation from the person or persons involved. The person or persons involved should *not* vote on such matters and should not be present at the time of vote.

Any board member who is uncertain about possible conflict of interest in any matter, may request the board to determine whether a possible conflict prevails; the board shall resolve the question by majority vote. When possible, the question of potential conflict should be referred to counsel for an opinion prior to the board's vote. Adopted by the (board of trustees)

_____
(Institution)

_____
(Date)

SAMPLE RECORD FORMS

OPTION I: CONFLICT OF INTEREST QUESTIONNAIRE

Following are two possible options for the purpose of developing and maintaining adequate records. Either option can be modified or adapted with advice of legal counsel, to institutional circumstances and board judgment. Neither form is presented as a perfect device. Boards which elect to adopt a version of either form are urged to require each board member to complete and update it annually. Further, the forms should be formally reviewed on a schedule and by an official or officials determined by the board.

_____

(Institution Name)

_____

(Name) (Date)

_____

Office Held (Trustee, V.P. for Administration, etc.)

1. Are you an officer or director of any corporation with which *(institution name)* has business dealings? Yes____ No____
   If the answer to the foregoing question is "yes," please list the names of such corporations, the office held, and the approximate dollar-amount of business involved with the (college or university) last year.
2. Do you, or does any member of your family, have a financial interest in, or receive any remuneration or income from, any business organization with which *(institution name)* has business dealings? Yes____ No____
   If the answer to the foregoing question is "yes," please supply the following information:
   a. Names of the business organizations in which such interest is held and the person(s) by whom such interest is held:
   b. Nature and amount of each such financial interest, remuneration or income:
3. Did you, or any member of your family receive, during the past twelve months, any gifts or loans from any source from which *(institution name)* buys goods or services or with which *(institution name)* has significant business dealings? Yes____ No____
   If the answer to the foregoing question is "yes," list such gifts or loans as follows:

Name of Source Item Approximate Value

I certify that the foregoing information is true and complete to the best of my knowledge.

_____

(Date) (Signature)

OPTION II: DISCLOSURE LETTER

Board Secretary (or other designated official)

(Name and address of college or university)

Dear _____:

I have received and read the statement of "Policy on Conflicts of Interest" approved by the Board on *(Date)*, and I am in compliance with the policy except as specifically set forth below.

For the information of the (college or university), I am listing on the reverse all of my "associates" as defined, and the position and/or interest which I or a member of my family has in each "associate."

Sincerely,

_____

(Date) (Signature)

Exceptions
(Note: If there are none, please write "none.")

Associates*

Trustee or Family** Member	Associate	Position and/or Interest

*An associate of an individual includes any person, trust, organization or enterprise (of a business nature or otherwise) with respect to which the individual or any member of his or her family 1) is a director, officer, employee, member, partner or trustee, or 2) has financial interest as described in the Board's policy on conflict of interest adopted on (date), or any other interest which enables him or her to exercise control or significantly influence policy.

**The family of an individual includes his or her spouse, parents, siblings, children and any other blood relative.

Appendix D

PROJECT ORIGINS AND METHODS

In 1973 the Association of Governing Boards of Universities and Colleges (AGB) surveyed governing board chairmen on trustee selection and other issues. More than two-thirds of the 800 respondents felt that appointive authorities do not tend to place the ablest persons on boards of public institutions. Three-quarters of the respondents agreed that "there is an urgent need for a set of guidelines to assist authorities in identifying and placing the most able people on boards." The survey also revealed the conspicuous gap between factors which *should be* influential in trustee selection and those which *are* influential. For example, 73 percent of the respondents agreed that leadership skills should be an important criterion for trustee selection, but only 35 percent reported that leadership skills are used, in fact, as an important criterion.

As a follow-up to this survey, the AGB Board of Directors appointed a special committee to consider whether the Association should assume a leadership role by analyzing the issues at hand and recommending alternative procedures and guidelines. The committee, chaired by the honorable Elmer L. Andersen, former governor of Minnesota and the chairman of the Minnesota Board of Regents, was asked to study the advisability of a national commission to study selection processes. Several prominent individuals were interviewed and asked about the proposed study and its suggested scope. The consensus of those interviewed was that sound recommendations concerning selection procedures could be helpful and would be welcome. So the effort to develop a national commission was born.

In the spring of 1978, Dr. Kenneth Mortimer, Professor and Director of the Center for the Study of Higher Education, The Pennsylvania State University, was asked to assume the position of Project Director for a planned National Commission on the Selection of College and University Trustees. In December 1978, the Carnegie Corporation of New York announced a grant to conduct

the work of the Commission. The Commission met three times over an eighteen-month period and was aided by an extensive consultative and information-gathering process.

First, a thorough search of secondary documents and literature summarized what is known or thought about the prevailing methods, procedures, and criteria of trustee selection. Second, contacts were made with a number of knowledgeable people, telephone interviews were conducted, forums were held at two national AGB meetings and the annual meeting of The American Council on Education, and two pilot site visits were conducted to sensitize the staff and members of the Commission to the prevailing practices of trustee selection. Third, conversations and consultation with members of the Commission and members of two advisory task forces, representing a wide variety of groups, served to refine the issues for consideration.

An important ingredient in the Commission's work was twelve in-depth investigations of trustee selection methods and procedures in public and private institutions. These visits were designed to analyze how the varying methods of selection actually operate in different settings.

Finally, four papers were prepared as background for the staff and for use in preparing this report. They are listed as follows:

Renee C. Friedman. *Selection Models for Trustees (Regents) of Senior Public Higher Education Institutions.*

S. V. Martorana. *Trustee Selection: The Special Case of the Community College.*

John W. Nason. *The Requirements of a Good Trustee.*

Helen B. Warren. *Impact of Ethics Laws on Trustee Selection.*

Although the Commission deliberations profited from this information, the recommendations are based on the Commission's judgment as to needed reforms. The Commission is confident the recommendations will stand the test of practice and will serve as guidelines for governors, legislators, nominating authorities, trustees, and others interested in improving the selection of public college and university trustees.

The Association of Governing Boards of Universities and Colleges (AGB) is a non-profit educational organization of governing, coordinating and advisory boards. It serves some 24,000 trustees, regents and chief executives representing nearly 1,500 colleges and universities—private, public, two-year, four-year, general and specialized.

Design and illustrations by
Marlise Mason Longbottom